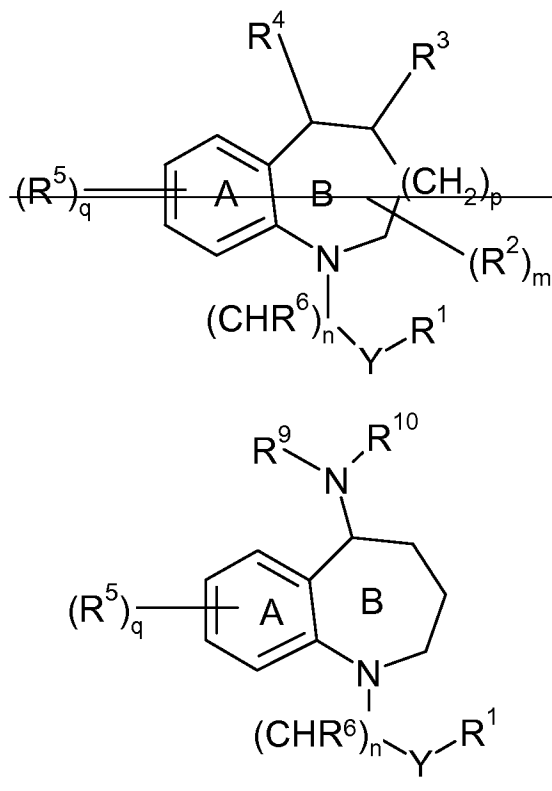


Amendments to the Claims

1. (currently amended) A compound of a formula below:



wherein

n is 0, 1, 2, or 3;

~~m is 0, 1, 2, or 3;~~

~~p is 1 or 2;~~

q is 0, 1, 2, or 3;

Y is a bond, C=O, or S(O)_t; wherein t is 0, 1, or 2;

R¹ is selected from a group consisting of ~~hydroxy~~, C₁-C₆ alkyl, aryl, C₂-C₆ alkenyl, ~~C₄-C₆ haloalkyl~~, C₁-C₆ alkylheterocyclic, C₃-C₈ cycloalkyl, C₁-C₆ alkylcycloalkyl; C₁-C₆ alkylaryl, heterocyclyl, ~~C₂-C₆ alkylalcohol~~, C₁-C₆ alkoxy, aryloxy, ~~OC₂-C₆ alkenyl~~, OC₁-C₆ haloalkyl, -OC₄-C₆ ~~alkylheterocyclic~~, -OC₃-C₈ cycloalkyl, -OC₁-C₆ alkylcycloalkyl, -NR⁷R⁸ and -OC₁-C₆ alkylaryl, -O-heterocyclic, and -OC₁-C₆ alkylheterocyclic; ~~provided that R¹ is not hydroxy when Y is S(O)_t, CO or when n and y are both zero;~~ and wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3- groups independently selected from oxo, ~~hydroxy~~, halo, C₁-C₆ alkyl, ~~C₂-C₆ alkene~~, ~~C₂-C₆ alkynyl~~, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, ~~C₄-C₆ alkylalcohol~~, CONR¹¹R¹², NR¹¹SO₂R¹², NR¹¹CO¹², C₀-C₃ alkylNR¹¹R¹², ~~C₄-C₆ alkylCOR¹¹~~, C₀-

C_6 alkylCOOR¹¹, cyano, ~~C_4 - C_6 alkylcycloalkyl, and phenyl;~~ ~~OC_4 - C_6 alkylcycloalkyl, OC_4 - C_6 alkylaryl, OC_4 - C_6 alkylheterocyclic, and C_4 - C_6 alkylaryl;~~

R^2 is bound only to carbon atoms and is a group independently selected from hydrogen, hydroxy, halo, C_4 - C_6 alkyl, C_2 - C_6 alkene, C_2 - C_6 alkynyl, C_4 - C_6 alkoxy, C_4 - C_6 haloalkyl, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0 - C_6 alkyl $NR^{11}R^{12}$, C_0 - C_6 alkylCOR¹¹, C_0 - C_6 alkylCOOR¹¹, cyano, nitro, C_0 - C_6 alkylcycloalkyl, phenyl, and C_0 - C_6 alkylaryl heterocyclic, C_3 - C_8 cycloalkyl, and C_4 - C_6 haloalkyl;

R^3 is hydrogen;

R^4 is a group represented by the formula NR^9R^{10} ;

each R^5 is selected from a group consisting of ~~hydrogen~~, hydroxy, halogen, C_1 - C_6 haloalkyl, C_3 - C_8 cycloalkyl, C_4 - C_6 alkylaryl, C_4 - C_6 alkylheterocyclic, aryl, heterocyclic, cyano, ~~nitro~~, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_1 - C_6 alkoxy, ~~aryloxy~~, ~~OC_2 - C_6 alkenyl~~, OC_1 - C_6 haloalkyl, C_0 - C_6 alkyl NR^7R^8 , C_0 - C_6 alkylCOR⁷, C_0 - C_6 alkylCO₂R⁷, C_0 - C_6 alkylCONR⁷R⁸, $CONR^7SO_2R^8$, $NR^7SO_2R^8$, NR^7COR^8 , $N=CR^7R^8$, $OCONR^7R^8$, $S(O)_lR^7$, $SO_2NR^7R^8$, C_1 - C_6 alkylalcohol, ~~OC_4 - C_6 alkylheterocyclic~~, and ~~OC_1 - C_6 alkylaryl~~ wherein each of the alkyl, cycloalkyl, aryl and heterocyclic groups is optionally substituted by oxo, ~~or alkyloxy~~, ~~aryloxy~~; and wherein any two R^5 groups may combine to form an optionally substituted 5-7 member carbocyclic or heterocyclic, saturated or unsaturated ring fused with the A ring to which they are attached;

R^6 is independently selected from a group consisting of hydrogen, ~~or~~ C_1 - C_6 alkyl; C_2 - C_6 alkenyl, hydroxy, COR⁷, C_4 - C_6 alkoxy, ~~aryloxy~~, ~~OC_2 - C_6 alkenyl~~, OC_4 - C_6 haloalkyl, C_4 - C_6 alkyl $NR^{11}R^{12}$, C_3 - C_8 cycloalkyl, heterocyclic, aryl, and C_4 - C_6 alkylcycloalkyl;

each R^7 is independently selected from a group consisting of hydrogen, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, O C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, O aryl, ~~OC_3 - C_8 cycloalkyl~~, ~~O heterocyclic~~, $NR^{11}R^{12}$, C_4 - C_6 alkylcycloalkyl, ~~OC_4 - C_6 alkylcycloalkyl~~, ~~OC_4 - C_6 alkylheterocyclic~~, C_4 - C_6 alkylheterocyclic, ~~O C_4 - C_6 alkylaryl~~, C_3 - C_8 cycloalkyl, heterocyclic, aryl, and ~~C_4 - C_6 alkylaryl~~, wherein each alkyl, cycloalkyl, heterocyclic or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, halogen, oxo, C_4 - C_6 alkyl, C_1 - C_6 alkoxy, SO_2R^{11} , $SO_2NR^{11}R^{12}$, C_4 - C_6 alkyl $SO_2NR^{11}R^{12}$, $COOR^{11}$, C_4 - C_6 haloalkyl, and $NR^{11}R^{12}$, or R^{11} and R^{12} combine to form a nitrogen containing heterocyclic ring having 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen and sulfur and wherein the nitrogen-containing heterocycle is optionally substituted with oxo, or C_4 - C_6 alkyl;

each R^8 is independently selected from a group consisting of hydrogen, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, O C_4 - C_6 alkyl, C_4 - C_6 haloalkyl, O aryl, ~~OC_3 - C_8 cycloalkyl~~, ~~O heterocyclic~~, $NR^{11}R^{12}$, C_4 - C_6 alkylcycloalkyl, ~~OC_4 - C_6 alkylcycloalkyl~~, ~~OC_4 - C_6~~

~~alkylheterocyclic, C₄-C₆ alkylheterocyclic, O-C₄-C₆ alkylaryl, C₃-C₈ cycloalkyl, heterocyclic, and aryl, and C₄-C₆ alkylaryl, wherein each alkyl, cycloalkyl, heterocyclic or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, halogen, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, and NR¹¹R¹², or R¹¹ and R¹² combine to form a nitrogen containing heterocyclic ring having 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen and sulfur and wherein the nitrogen containing heterocycle is optionally substituted with oxo, or C₄-C₆ alkyl;~~

R⁹ is COR⁷ ~~or S(O)_tR⁷~~ wherein R⁷ is as defined above;

R¹⁰ is benzyl, optionally substituted with 1 or 2 groups selected from halo, C₁-C₆ alkyl, haloalkyl, C₁-C₆ alkoxy, and C₁-C₆ haloalkoxyalkyl;~~selected from the group consisting of aryl, C₄-C₆ alkylaryl, C₂-C₆ alkenylaryl, C₂-C₆ alkynylaryl, C₄-C₆ alkylheterocyclic, C₂-C₆ alkenylheterocyclic, C₄-C₆ alkylcycloalkyl, C₄-C₆ alkyl-O-C₄-C₆ alkylaryl, and wherein each cycloalkyl, aryl, or heterocyclic group is optionally substituted with 1-3 groups independently selected from the group consisting of hydroxy, oxo, -SC₄-C₆ alkyl, C₄-C₆ alkyl, C₄-C₆ alkenyl, C₄-C₆ alkynyl, C₄-C₆ haloalkyl, halogen, C₄-C₆ alkoxy, aryloxy, C₄-C₆ alkenyloxy, C₄-C₆ haloalkoxyalkyl, C₆-C₆ alkylNR¹¹R¹², -OC₄-C₆ alkylaryl, nitro, cyano, C₄-C₆ haloalkylalcohol, and C₄-C₆ alkylalcohol;~~

R¹¹ and R¹² are independently selected from a group consisting of hydrogen, C₁-C₆ alkyl, C₄-C₆ alkenyl, C₃-C₈ cycloalkyl, heterocyclic, and aryl, C₄-C₆ alkylaryl, ~~wherein each aryl cycloalkyl and heterocyclic group is optionally substituted with 1-3 groups independently selected from halogen, C₄-C₆ alkylheterocyclic, and C₄-C₆ haloalkyl, or R¹¹ and R¹² combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen or sulfur and is optionally substituted with oxo, C₄-C₆ alkyl, COR⁷, and SO₂R⁷;~~

~~or a pharmaceutically acceptable salt, enantiomer, racemate, diastereomer or mixture of diastereomers thereof.~~

2. (currently amended) The compound according to Claim 1 wherein R¹ is selected from a group consisting of C₁-C₆ alkoxy, C₁-C₆ alkylcycloalkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkylheterocyclic, aryloxy, ~~-OC₂-C₆ alkenyl,~~ -OC₁-C₆ haloalkyl, -OC₃-C₈ cycloalkyl, -OC₁-C₆ alkylaryl, OC₃-C₈ heterocyclic, and -OC₁-C₆ alkylheterocyclic wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from oxo, halo, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, CONR¹¹R¹² and C₆-C₆ alkylCOOR¹¹,

3. (currently amended) A compound according to Claim 1 wherein R^1 is selected from a group consisting of ~~C_4-C_6 alkoxy, C_4-C_6 alkylcycloalkyl, C_3-C_8 cycloalkyl, C_4-C_6 alkylheterocyclic, aryl, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -OC₃-C₈ cycloalkyl, -OC₁-C₆ alkylaryl, -OC₃-C₈ heterocyclic, and -OC₁-C₆ alkylheterocyclic; wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from halo, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, and C₀-C₆ alkylCOOR¹¹~~; ~~R^4 is the group NR⁹R¹⁰ and R^9 is selected from an optionally substituted heterocyclic, or alkylheterocyclic.~~

4. (currently amended) The compound according to Claim 1 wherein R^1 is selected from a group consisting of ~~C_4-C_6 alkoxy, C₁-C₆ alkylcycloalkyl, C₁-C₆ alkylheterocyclic, and C₃-C₈ cycloalkyl, C_4-C_6 alkylaryl, aryl, wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from halo, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, and C₀-C₆ alkylCOOR¹¹, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -OC₃-C₈ cycloalkyl, -OC₁-C₆ heterocyclic, -OC₁-C₆ alkylaryl, and -OC₁-C₆ alkylheterocyclic; R^4 is the group NR⁹R¹⁰ and wherein R^9 is COR⁷.~~

5. (currently amended) The compound according to Claim 1 ~~wherein n is zero~~; y is a bond; and R^1 is alkylaryl, alkylheterocyclic, alkylcycloalkyl wherein the alkyl, aryl, cycloalkyl and heterocyclic groups are each optionally substituted with 1, 2 or 3 groups independently selected from hydroxy, oxo, -COOH, C₁-C₆ alkyl, C₁-C₆ alkoxy, C₁-C₆ alkylcycloalkyl, C₃-C₈ cycloalkyl, C₁-C₆ alkylaryl, aryl, -OC₂-C₆ alkenyl, -OC₁-C₆ haloalkyl, -OC₃-C₈ cycloalkyl, and -OC₁-C₆ alkylaryl.

6-7. (canceled)

8. (currently amended) The compound of claim 1, wherein ~~p is 1 or 2~~; n is 0 or 1; ~~m is 0~~; and q is 1-3.

9. (currently amended) The compound according to Claim 1 wherein n ~~and m are independently~~ is 0 or 1; and q is 2 or 3.

10-11. (canceled)

12. (currently amended) A compound ~~according to claim 1~~ selected from the group consisting of:

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-methoxy-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-fluoro-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-methyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

~~5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-4,4-dimethyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,~~

6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,

6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,
4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester, and
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
or a pharmaceutically acceptable salt, ~~enantiomer, diastereomer or mixture~~ thereof.

13. (canceled)

14. (currently amended) A method of treating dyslipidemia comprising administering a compound of claim 1 formula I or a pharmaceutically acceptable salt, ~~enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, to a patient in need thereof.

15. (currently amended) A method of treating Cardiovascular Diseases comprising administering to a patient in need thereof a pharmaceutically effective amount of a compound of claim 1 formula I or a pharmaceutically acceptable salt, ~~enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, to a patient in need thereof.

16. (currently amended) A method ~~according to claim 15~~ of treating arteriosclerosis comprising administering a compound of claim 1 formula I, a pharmaceutically acceptable salt, ~~enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof to a patient.

17. (canceled)

18. (previously presented) A method of according to claim 14 comprising lowering plasma LDL-cholesterol in a mammal.

19. (canceled)

20. (currently amended) A method of treating pathological sequelae due to low levels of plasma HDL-cholesterol in a mammal comprising administering a pharmaceutically effective

amount of a compound of claim 1 ~~formula I~~ or a pharmaceutically acceptable salt, ~~enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, to a patient in need thereof.

21. (canceled)

22. (previously presented) A pharmaceutical formulation comprising a compound according to Claim 1 and at least one of: a carrier, a diluent and an excipient.

23-25 (canceled)

26. (previously presented) A method according to claim 14 comprising raising plasma HDL-cholesterol in a mammal.